UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Aviation, LLC,

Debtor.

Case No. BKY 08-45136
Chapter 11

NOTICE OF HEARING AND SEVENTH INTERIM APPLICATION OF LEONARD, STREET AND DEINARD PROFESSIONAL ASSOCIATION, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE ALLOWANCE AND PAYMENT OF COMPENSATION, THE REIMBURSEMENT OF EXPENSES AND RELATED RELIEF

TO: The Parties in Interest as Specified in Local Rules 2016-1 and 9013-3(a)(2).

1. Leonard, Street and Deinard Professional Association ("Leonard Street"), as counsel to the Official Committee of Unsecured Creditors of Petters Aviation, LLC (the "Committee"), applies to this Court (the "Application") pursuant to 11 U.S.C. §§ 330 and 331 for the allowance and payment of **$79,516.50** in interim compensation for **222.70 hours** of professional services rendered to the Committee in the above-captioned Chapter 11 case and for the reimbursement of **$2,212.20** for costs incurred incidental to those services performed during the period of **August 1, 2010 through October 31, 2010** (the "Application Period").

2. The Court will hold a hearing on the Application on **January 5, 2011, at 10:00 a.m.** before the Honorable Robert J. Kressel, in Courtroom 8 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55415.

3. Any response to this Application must be filed and delivered to Leonard Street not later than **December 31, 2010**, which is five (5) days before the time set for the hearing (including intermediate Saturdays, Sundays and legal holidays). **UNLESS A RESPONSE**

OPPOSING THIS APPLICATION IS TIMELY FILED, THE COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.

Background

1. On October 6, 2008 (the "Petition Date"), Petters Aviation, LLC (the "Debtor") filed a petition for relief under Chapter 11 of the Bankruptcy Code.

2. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Application is filed pursuant to Bankruptcy Rule 2016 and Local Rule 2016-1.

Retention Of Leonard Street

3. On August 10, 2008, the Office of the United States Trustee appointed three (3) of the Debtor's unsecured creditors to serve as members of the Committee pursuant to 11 U.S.C. § 1102(1).

4. On October 22, 2008, the Committee selected Leonard Street as counsel to represent the Committee during the Debtor's Chapter 11 case and on October 30, 2008, this Court entered an order (the "Retention Order") authorizing the Committee to employ Leonard Street as its counsel. A copy of the Retention Order is attached hereto as **Exhibit A**.

5. Pursuant to the Retention Order, Leonard Street is authorized to schedule hearings for allowance of its professional fees not more than once every ninety (90) days commencing from the Petition Date. In addition, consistent with the Instructions For Filing A Chapter 11 Case applicable in this District, Leonard Street is eligible to receive eighty percent (80%) of its fees and one-hundred percent (100%) of its expenses on a monthly basis by submitting a monthly statement (each a "Monthly Statement") to the Debtor and to the Office of the United States Trustee.

6. Leonard Street made previous applications for the allowance of fees and expenses on January 21, 2009, April 23, 2009, August 6, 2009, November 10, 2009, and February 15, 2010, August 11, 2010 and August 27, 2010. Those applications sought allowance of fees in the aggregate amount of **$373,082.50** and expenses in the aggregate amount of **$2,872.01.** This Court granted Leonard Street's first, second, third, fourth, fifth and sixth applications for interim compensation on February 11, 2009, May 27, 2009, August 26, 2009, December 2, 2009, March 10, 2010 and September 22, 2010, respectively.

7. Leonard Street knows of no allowed administrative expenses unpaid as of the date of this Application except, to the extent allowed, any professional fee or other administrative claims that have been filed with the Court.

Services Rendered By Leonard Street During The Application Period

8. Leonard Street attorneys and paralegals have spent **222.70 hours** during the Application Period providing professional services to the Committee in connection with this Chapter 11 case. All of the services for which compensation is requested were services which, in Leonard Street's billing judgment, were necessarily rendered after due consideration of the expected cost and anticipated benefit of such services.

9. In an effort to provide the Court and parties in interest with understandable information concerning the nature and amount of services rendered during the Application Period, and in compliance with Local Rule 2016-1(c), Leonard Street has classified its services into **sixteen (16)** separate categories. In addition to being summarized below, each of these

categories of services are identified in Leonard Street's billing statements, copies of which are attached as **Exhibit B**.[1]

Task 101: General Case Administration

10. This subject matter includes services pertaining to general case administration including, but not limited to, reviewing e-mails; reviewing motions, reviewing status of negotiations, reviewing amended sixth interim fee application, reviewing Acorn's motion to convert chapter 11 to chapter 7, reviewing Debtor's monthly operating report, orders, communications with parties-in-interest, participating in hearings, meetings, and telephone conferences; calendaring hearing dates and response deadlines, and other activities where multiple subject matters were discussed, analyzed or otherwise acted upon.

Task 101

Attorney	Hours	Rate	Billed
Allen I. Saeks	2.9	$500.00	$1,450.00
Robert T. Kugler	0.3	$460.00	$138.00
Lara O. Glaesman	0.7	$325.00	$227.50
Total	**3.9**	**----**	**$1,815.50**

Task 102: Case Status and Strategy

11. This subject matter includes services pertaining to the formulation and negotiation of the Committee's strategy in the case including, but not limited to, preparing summary regarding filing deadlines, hearings and outline summary of strategy; conferences regarding strategy for possible objection to Debtor's confirmation hearing; reviewing plan analysis; telephone conference call in Petters Aviation and Sun Country Airlines; various strategy conferences with the Debtor's counsel regarding the same; preparing for and participating in

[1] In accordance with Local Rule 2016-1(c), the attached billing statements include (i) a description of the task, (ii) a detailed list and description of each increment of time expended on the task, and (iii) the name and capacity of the person who expended the time.

internal office conferences regarding case developments and case strategy; and participating in telephone conferences with the Committee's financial consultant Harrow & Associates regarding various issues related to the Debtor's case including, but not limited to, the issues set forth above and issues in the Sun Country case and the impact of those issues on the Debtor's case.

Task 102

Attorney	Hours	Rate	Billed
Robert T. Kugler	22.9	$460.00	$10,534.00
Lara O. Glaesman	0.9	$325.00	$292.50
Total	**23.8**	**----**	**$10,826.50**

Task 103/104: Employment and Compensation of Professionals

12. This subject matter includes services pertaining to preparing the amended sixth interim fee application of Leonard Street, including communicating with the Bankruptcy Court regarding scheduling of the hearing on Leonard Street's fee application; reviewing objection to motion to extend time of the engagement of financial consultant D.W. Harrow & Associates; preparing hearing notebooks; preparing the Committee's motion to extend the term of Harrow & Associates' employment and reviewing the order approving the employment of Harrow & Associates; reviewing outline of seventh interim fee application; examining potential restrictions for filing seventh interim fee application prior to ninety-day interval from hearing on sixth interim fee application; reviewing correspondence from Steven Levesque regarding two sets of ballots; telephone conference with Daniel Harrow and Steven Levesque regarding revisions to motion to extend employment of financial consultant; reviewing and analyzing motion of Elite Landings for expedited relief and for order authorizing debtor to use property outside of the ordinary course of business by extending post-confirmation financing to Minnesota Airlines; reviewing notice of deposition of Jay Salmen by Whitebox; attend hearing regarding Whitebox's motion to convert Petters Aviation and Elite Landings cases; reviewing claims registers;

reviewing and analyzing notice of continued hearing of motion to convert chapter 11 to chapter 7 by Sun Minnesota Foreign Holdings, LLC, Sun Minnesota Domestic Holdings, LLC and Sun Credit , LLC; and reviewing docket for status of solicitation package and ballot deadlines.

Task 103

Attorney	Hours	Rate	Billed
Robert T. Kugler	0.7	$460.00	$322.00
Lara O. Glaesman	8.8	$325.00	$2,860.00
Aong Moua	26.2	$190.00	$4,978.00
Total	**35.7**	**----**	**$8,160.00**

Task 104

Attorney	Hours	Rate	Billed
Robert T. Kugler	5.5	$460.00	$2,530.00
Lara O. Glaesman	13.7	$325.00	$4,452.50
Total	**19.2**	**----**	**$6,982.50**

Task 106/107: Communications With Creditors

13. This subject matter includes services pertaining to general Committee and creditor issues including, but not limited to, communicating with and developing the Committee's strategy with respect to all aspects of the Debtor's case, including, but not limited to: telephone conference with Committee regarding settlement; telephone conference with Acorn regarding plan and disclosure statement; reviewing and responding to e-mail correspondence from the Committee regarding issues related to the Debtor's case and corresponding with the Committee regarding the status of the Debtor's case, and preparing for and participating in telephone conferences and meetings with the Committee regarding various issues in the Debtor's case.

Task 106

Attorney	Hours	Rate	Billed
Robert T. Kugler	4.80	$460.00	$2,208.00
Total	**4.80**	**----**	**$2,208.00**

Task 107

Attorney	Hours	Rate	Billed
Robert T. Kugler	.40	$460.00	$184.00
Total	**.40**	**----**	**$184.00**

Task 108/109: Communications With Debtor

14. This subject matter includes services pertaining to communications and correspondence with the Debtor and its professionals regarding the status and direction of the Debtor's case; preparing and participating in conference calls with James Rubenstein and Jay Salmen; reviewing status of Acorn and Whitebox; communications with the Debtor and their professionals regarding settlement analysis; and reviewing e-mail correspondence with James Rubenstein regarding status and settlement in connection with the same.

Task 108

Attorney	108	Rate	Billed
Robert T. Kugler	7.30	$460.00	$3,358.00
Total	**7.30**	**----**	**$3,358.00**

Task 109

Attorney	Hours	Rate	Billed
Robert T. Kugler	.30	$460.00	$138.00
	.30	**----**	**$138.00**

Task 202: General Motion Practice

15. This subject matter includes services pertaining to reviewing claims, analysis regarding debtor's motion to approve financing and researching and analyzing case law and authority relevant to possible objection to same; reviewing and analyzing motion by Asset Based Resource Group, LLC ("ABRG") to estimate claim of Sun Minnesota Foreign Holdings, LLC and Sun Minnesota Domestic Holdings, LLC for purposes of voting on and distribution under the Debtor's joint plan; reviewing pre-trial conference order; motion to convert or dismiss and

responses to same, Debtor's motion for approval to make inter-company transfers to meet budget expenses, Whitebox's term sheet; deposition notice of Jay Salmen, and operating reports; telephone conference with Daniel Harrow regarding operating reports; reviewing trust agreements; reviewing adversary complaint in Sun Country Airlines by Committee of Unsecured Creditors v. Kohler; reviewing order regarding stay pending appeal in Sun Country Airlines, ballot tabulation, corrected profit and loss statement for Sun Country Airlines, letter of credit term sheet and dockets and objections to claims, and responses to objections to claims, including the Debtor's response to the motion of Sun Country's committee of unsecured creditors objecting to claims.

Task 202

Attorney	Hours	Rate	Billed
Allen I. Saeks	3.5	$500.00	$1,750.00
Robert T. Kugler	42.20	$460.00	$19,412.00
Lara O. Glaesman	.60	$325.00	$195.00
Edwin H. Caldie	4.40	$270.00	$1,188.00
Total	**50.70**		**$22,545.00**

Task 203: Motions for Sale of Assets

16. This subject matter includes services pertaining to researching and analyzing case law and authority relevant to objection to Elite Landings' motion for post-confirmation financing and office conference regarding related issues.

Task 203

Attorney	Hours	Rate	Billed
Edwin H. Caldie	1.60	$270.00	$432.00
Total	**1.60**		**$432.00**

Task 204: Motions regarding Cash Collateral

17. This subject matter includes services pertaining to motions regarding cash collateral and office conference regarding preparation of interim fee application.

Task 204

Attorney	Hours	Rate	Billed
Adine S. Momoh	3.70	$225.00	$832.50
Total	**3.70**		**$832.50**

Task 206: Motions to Convert or Dismiss

18. This subject matter includes services pertaining to the review and analysis of the motion to convert the case from chapter 11 to chapter 7 filed by Whitebox; telephone conference with Debtor's attorney regarding ABRG's withdrawal of its motion to convert and Whitebox's continuance of its motion to convert; office conference regarding strategy and objection to motion for conversional or dismissal; preparing objection to ABRG's motion to convert; preparing objection to the Sun Entities' motion to convert; preparing objection to Elite Landings' motion for post-confirmation financing; preparing and participating in hearings on motion to convert; negotiate extension of hearing date on motion to convert; reviewing and analyzing filings by other parties in interest; and preparing exhibits to objections.

Task 206

Attorney	Hours	Rate	Billed
Lara O. Glaesman	2.40	$325.00	$780.00
Edwin H. Caldie	33.30	$270.00	$8,991.00
Total	**35.70**	**----**	**$9,771.00**

Task 301: Plan Documents and Disclosure Statements

19. This subject matter includes services pertaining to reviewing and analyzing of Petters Aviation's plan and reviewing motions regarding modified plan in Sun Country Airlines.

Task 301

Attorney	Hours	Rate	Billed
Robert T. Kugler	1.70	$460.00	$782.00
Total	**1.70**	**----**	**$782.00**

Task 302: Review of Objections to Plan

20. This subject matter includes services pertaining to reviewing Sun Country Airlines plan revisions, objection to Whitebox's objection to disclosure statement and withdrawal of objections to Sun Country Airlines disclosure statement.

Task 302

Attorney	Hours	Rate	Billed
Robert T. Kugler	5.40	$460.00	$2,484.00
Total	**5.40**	**----**	**$2,484.00**

Task 303: Review of Disclosure Statement and Solicitation Materials

21. This subject matter includes services pertaining to the review and analysis of the plans and disclosure statements of the Debtor, Elite Landing, and Sun Country; the review and analysis of the order setting the hearing on adequacy of Sun Country's disclosure statement; telephone conference with Debtor's attorney regarding Debtor's plan and ABRG's competing plan and status of communications with Debtor and ABRG regarding terms for potential consensual plan.

Task 303

Attorney	Hours	Rate	Billed
Robert T. Kugler	3.8	$460.00	$1,748.00
Lara O. Glaesman	1.4	$325.00	$455.00
Total	**5.2**	**----**	**$2,203.00**

Task 304: Confirmation Hearing

22. This subject matter includes services pertaining to telephone conferences with Debtor's counsel regarding final revisions to report of ballot tabulation and approval for filing of same; conference regarding status of negotiations with Debtors' counsel and ABRG's counsel regarding plan confirmation; reviewing hearing dates and reviewing and analyzing issues regarding amendments to plan; researching and analyzing case law; preparing objection to plan confirmation; preparing and participating in hearing on plan confirmation and reviewing response by Receiver to confirmation in Sun Country Airlines.

Task 304

Name	Hours	Rate	Billed
Robert T. Kugler	1.0	$460.00	$460.00
Lara O. Glaesman	5.7	$325.00	$1,852.50
Edwin H. Caldie	16.6	$270.00	$4,482.00
Total	**23.3**	**----**	**$6,794.50**

23. All of the services for which compensation is requested were rendered to or for the benefit of the Committee in connection with the Debtor's Chapter 11 case. All of the time described in the annexed billing statements represent the actual amount of time spent or, in certain instances, less than the actual amount of time spent by Leonard Street attorneys and paralegals who rendered the described services. In certain instances, the time reflected in the appendices has been reduced in an effort by Leonard Street to eliminate excessive, duplicative, or in hindsight, unnecessary or unproductive services.

24. In summary, the lodestar amount of compensation sought with respect to the **sixteen (16)** categories of services set forth above is **$79,516.50**. The hourly rates charged by Leonard Street with respect to the representation of the Committee compare favorably with the rates charged by other Twin Cities firms having attorneys and paralegals with similar experience

and expertise as the Leonard Street attorneys and paralegals providing services to the Committee in connection with this case. Further, the amount of time spent by Leonard Street with respect to this engagement is reasonable given the difficulty of the issues presented, the time constraints imposed by the circumstances, the amounts at stake and the sophistication and experience of opposing counsel.

25. Given the criteria set forth in 11 U.S.C. § 330, namely (i) the nature, extent and value of the services, (ii) the time spent, (iii) the rates charged for such services, (iv) the performance of the services within a reasonable amount of time commensurate with the complexity, importance and the nature of the problem, issue or task addressed, and (v) the reasonableness of the services based on the compensation charged by comparably skilled practitioners in other bankruptcy and non-bankruptcy matters, Leonard Street respectfully submits that the amount sought herein represents a fair and reasonable amount for the allowance of interim compensation in this case.

Expenses

26. All of the expenses for which reimbursement is requested are expenses which Leonard Street customarily recoups from all of its clients. As required by Local Rule 2016-1(c), the types of costs for which reimbursement is sought are itemized below:

Expenses

Description of Expenses	**Cost**
Document Tabs	$19.60
Photocopying	$198.60
Computer Assisted Research	$1,994.00
Total	**$2,212.20**

27. All of the expenses for which reimbursement is sought are costs actually borne by Leonard Street and were necessarily incurred in connection with this case. As noted previously, all of the expenses for which reimbursement is requested are of the type and amount of expense

that Leonard Street customarily recoups from its clients. Further, the expenses for which reimbursement is sought constitute the types and amounts previously allowed by bankruptcy judges in this and other districts.

Compensation And Expenses Received To Date By Leonard Street

28. Pursuant to the Instructions For Filing A Chapter 11 Case applicable in this District, Leonard Street presented the Debtor with its Monthly Statements for work done in the months of **August, September and October, 2010**, requesting eighty percent (80%) of each Monthly Statement. To date, Leonard Street has received **$52,066.00 in fees** and **$2,205.20 in costs** on account of those Monthly Statements.

Additional Compensation And Expenses Requested

29. Leonard Street is requesting the allowance and payment of **$79,516.50** in interim compensation for actual and necessary legal services rendered by Leonard Street for the months of **August, September and October, 2010.**

30. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Leonard Street and any other firm, person or entity for the sharing or division of any compensation paid or payable to Leonard Street.

Notice

31. Pursuant to Local Bankruptcy Rule 9013-4(b), an Application for allowance or authorization of payment of compensation of a professional person is governed by Local Rule 2016-1. Local Rule 2016-1(b) provides that such an application shall be served not later than twenty-one (21) days before the scheduled hearing date. Notice of this Application has been provided not later than twenty-one (21) days before the scheduled hearing date to the Debtor's twenty (20) largest creditors in addition to the parties scheduled to receive notice via

ECF delivery. Based on the interim nature of the relief requested and the costs and burdens of transmitting notice to all of the Debtor's creditors, Leonard Street respectfully requests that additional notice of the hearing on this Application be excused for good cause shown pursuant to Local Rule 9013-3(a)(2) and Fed. R. Bankr. P. 2002(a)(6), 2002(i) and 9007.

WHEREFORE, Leonard Street requests the entry of an order, substantially in the form attached that: (a) allows Leonard Street **$79,516.50** in interim compensation for the Application Period; (b) allows Leonard Street **$2,212.20** in expense reimbursement for the Application Period; (c) authorizes and directs the Debtor to pay Leonard Street the balance due after credit for payments received by Leonard Street pursuant to the Monthly Statements under the Retention Order; (d) waives other and further notice of this hearing with respect to this Application; and (e) provides Leonard Street with such additional relief as may be appropriate under the circumstances.

Dated: December 7, 2010

/e/ Allen I. Saeks

Allen I. Saeks (#95072)
Robert T. Kugler (#194116)
Lara O. Glaesman (#316866)

LEONARD, STREET AND DEINARD
Professional Association
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
Telephone: 612-335-1500
Facsimile: 612-335-1657

COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

VERIFICATION

I, Allen I. Saeks, verify that I have read the foregoing Application and that the statements made therein are correct to the best of my knowledge, information and belief.

Dated: December 7, 2010

/e/ Allen I. Saeks
Allen I. Saeks

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Aviation, LLC,

Debtor.

ORDER APPROVING EMPLOYMENT OF ATTORNEYS

BKY 08-45136

At Minneapolis, Minnesota, October 30, 2008.

Based on the application filed on October 28, 2008, by the Committee of Unsecured Creditors pursuant to 11 U.S.C. § 1103(a);

IT IS ORDERED:

1. The employment by the Committee of Unsecured Creditors of Leonard, Street and Deinard Professional Association to represent the Committee of Unsecured Creditors in carrying out its duties under Title 11 is approved.

2. Fee applications by Leonard, Street and Deinard Professional Association may be heard on 90-day intervals from commencement of the case.

3. The debtor is authorized to pay monthly invoices of Leonard, Street and Deinard Professional Association under the procedures in Instruction 8(c) of the Instructions for Filing a Chapter 11 Case.

/e/ Robert J. Kressel

ROBERT J. KRESSEL
UNITED STATES BANKRUPTCY JUDGE

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 10/30/2008
Lori Vosejpka, Clerk, By LMH, Deputy Clerk

EXHIBIT B

Law Office

LEONARD, STREET AND DEINARD

Professional Association
Suite 2300
150 South Fifth Street
Minneapolis, Minnesota 55402

CONFIDENTIAL

Committee of Unsecured Creditors of Petters Aviation, LLC
Attention: Steven Levesque

Invoice Number	476278
Invoice Date	09/14/10
Matter Number	65375.00001

THIS INVOICE IS PAYABLE UPON RECEIPT

For professional services rendered through August 31, 2010 in connection with Petters Aviation, LLC - bankruptcy:

Date	Tkpr	Task		Hours	Value
08/02/10	RTK	202	Attention to Sun Country Airlines monthly operating report; telephone conference with Daniel Harrow regarding same.	0.60	276.00
	RTK	302	Attention to e-mails regarding plan; revise Sun Country Airlines plan and Disclosure Statement.	1.60	736.00
	RTK	102	Attention to e-mails regarding loan to Sun Country Airlines.	0.70	322.00
	AM	103	Review Motion of the Unsecured Creditors Committee to extend the engagement of D.W. Harrow & Associates; telephone conference with bankruptcy clerk regarding hearing date; calendar hearing dates.	0.40	76.00
08/03/10	LOG	303	Review and analyze bankruptcy docket and related pleadings for status of Debtor's plan and timing of confirmation hearing and pending Motion to Dismiss and review and revise Motion and Memorandum of Law in Support of Motion to Extend Employment of Committee's Financial Consultant.	0.80	260.00

Date	Tkpr	Task		Hours	Value
	RTK	102	Attention to case strategy and status; telephone conference with Daniel Harrow regarding same.	0.70	322.00
	RTK	104	Attention to Motion to Extend Daniel Harrow's Employment.	0.40	184.00
	RTK	302	Attention to Sun Country Airlines plan revisions.	0.70	322.00
	RTK	102	Attention to loan to Sun Country Airlines.	0.60	276.00
	RTK	202	Attention to Acorn claim objection and continued hearing.	0.20	92.00
	AM	103	Review and revise Motion of the Official Committee of Unsecured Creditors to Extend Engagement of their Financial Consultant, D.W. Harrow and Associates.	1.00	190.00
08/04/10	RTK	108	Attention to e-mails from James Rubenstein.	0.30	138.00
	RTK	302	Attention to objection to Whitebox's Objection to Disclosure Statement.	0.40	184.00
	RTK	103	Attention to Order approving fees.	0.20	92.00
	RTK	104	Attention to Order approving fees.	0.30	138.00
08/05/10	RTK	108	Prepare for and participate in conference call with James Rubenstein and Jay Salmen.	0.80	368.00
	RTK	102	Telephone conference with Daniel Harrow regarding status.	0.40	184.00
	RTK	202	Attention to operating reports for Petters Aviation and Elite Landings.	0.40	184.00
	RTK	202	Attention to Trust Agreement; attention to corrected Profit and Loss statement for Sun Country Airlines.	0.80	368.00
	AIS	101	Obtaining briefing regarding present status of negotiations.	0.20	100.00

Date	Tkpr	Task		Hours	Value
08/06/10	LOG	104	Telephone conference with Daniel Harrow regarding Fourth Motion to Extend Employment of Committee's Financial Consultant.	0.20	65.00
	LOG	303	Review and analyze Order and Notice for Hearing on confirmation of plan; calendar hearing and deadlines; prepare summary of hearing date and deadlines.	0.50	162.50
	LOG	103	Telephone conference with calendar clerk regarding Interim Fee Application for committee's counsel and timing of filing and scheduling of hearing date.	0.30	97.50
	RTK	104	Attention to Motion to Extend Daniel Harrow's Employment.	0.30	138.00
	RTK	202	Attention to discovery served by Whitebox.	0.50	230.00
	RTK	302	Attention to Withdrawal of Objections to Sun Country Airlines Disclosure Statement; attention to Whitebox Objection to Disclosure Statement.	1.20	552.00
	RTK	103	Attention to Fee Application hearing date.	0.10	46.00
	RTK	104	Attention to Fee Application hearing.	0.10	46.00
	RTK	202	Attention to new hearing date for confirmation in Elite Landings and Petters Aviation.	0.40	184.00
	AIS	202	Review accumulated filings.	0.20	100.00
08/09/10	LOG	104	Office conference regarding Interim Fee Application for financial consultant.	0.30	97.50
	RTK	102	Telephone conference with Daniel Harrow regarding strategy and status.	0.40	184.00

Date	Tkpr	Task		Hours	Value
	RTK	103	Attention to Fee Application.	0.20	92.00
	RTK	104	Attention to Fee Application.	0.30	138.00
08/10/10	LOG	104	Telephone conference with Daniel Harrow and Steven Levesque regarding revisions to Motion to Extend Employment of financial consultant; revise Motion and related documents and circulate.	1.50	487.50
	RTK	102	Attention to strategy for confirmation.	0.40	184.00
	RTK	303	Attention to Order approving Disclosure Statement.	0.20	92.00
	RTK	104	Attention to Opposition to Extend Daniel Harrow's Employment; attention to Daniel Harrow's Fee Application.	1.00	460.00
08/11/10	LOG	104	Finalize for filing Motion to Extend Employment of financial consultant.	0.50	162.50
	LOG	103	Schedule and calendar hearing on Fee Application; finalize Fee Application; examine timeline for submission of Seventh Interim Fee Application.	1.90	617.50
	LOG	104	Prepare Sixth Interim Fee Application of financial consultant and review and analyze invoices for same; schedule and calendar hearing on Fee Application; telephone conference with client regarding same.	1.10	357.50
	RTK	104	Attention to Daniel Harrow's Fee Application.	0.40	184.00
	RTK	102	Telephone conference with Daniel Harrow regarding strategy and status.	0.40	184.00
	RTK	202	Attention to Motion regarding intercompany transfers.	0.40	184.00

Date	Tkpr	Task		Hours	Value
	RTK	106	Attention to e-mails with Committee of Unsecured Creditors.	0.30	138.00
	RTK	104	Attention to Debtor's counsel's Fee Application.	0.40	184.00
	ASM	204	Office conference regarding preparation of Interim Fee Application.	0.20	45.00
	AIS	202	Review and sign Fee Application for the months of January through March 2010.	0.10	50.00
	AIS	202	Review Motion for Transfer of Funds from one entity to Petters Aviation and proposed budget; prepare e-mail correspondence.	0.30	150.00
08/12/10	LOG	202	Review Debtors' Motion for approval to make inter-company transfers to meet budget expenses and calendar hearing on same.	0.10	32.50
	LOG	103	Review and revise outline of Seventh Interim Fee Application; examine potential restrictions for filing Seventh Interim Fee Application prior to ninety-day interval from hearing on Sixth Interim Fee Application.	1.10	357.50
	LOG	104	Review and analyze notice of continued hearing of Motion to Convert Chapter 11 to Chapter 7 by Sun Minnesota Foreign Holdings, LLC, Sun Minnesota Domestic Holdings, LLC, and Sun Credit, LLC and calendar hearing date and objection deadline.	0.50	162.50
	RTK	202	Attention to Notice of Continued Hearing on Motion to Convert.	0.30	138.00
	RTK	108	Attention to correspondence from Debtor's counsel.	0.20	92.00

Date	Tkpr	Task		Hours	Value
	RTK	103	Attention to Fee Application.	0.20	92.00
	AM	103	Review summary narrative and invoice; review and revise Notice of Hearing and Seventh Interim Application of Leonard, Street and Deinard.	3.50	665.00
08/13/10	RTK	202	Attention to commencement of adversary proceeding versus Whitebox.	1.10	506.00
	AM	103	Review and revise Seventh Interim Fee Application.	0.40	76.00
08/15/10	EHC	206	Review and analyze recent pleadings and Scheduling Orders.	0.20	54.00
08/16/10	LOG	103	Examine strategy for filing Amended Sixth Interim Fee Application to include fees and costs through July 31, 2010.	0.30	97.50
	RTK	202	Attention to Motion to Convert and related strategy.	1.00	460.00
	RTK	104	Attention to Fee Applications.	0.30	138.00
	AIS	101	Exchange e-mail messages regarding amending Fee Application.	0.20	100.00
	AIS	202	Review filed electronic documents.	0.20	100.00
08/17/10	LOG	104	Review correspondence from Steven Levesque regarding two sets of ballots.	0.20	65.00
	RTK	104	Attention to Daniel Harrow's Fee Application; attention to Daniel Harrow's employment application.	1.00	460.00
	RTK	106	Exchange e-mails with Committee of Unsecured Creditors.	0.40	184.00
	AM	103	Telephone conference with Carrie Nordstrom regarding new hearing date for Amended Sixth Fee Application; review and revise Amended Sixth Fee Application.	2.00	380.00

Date	Tkpr	Task		Hours	Value
	AIS	101	Note Amended Sixth Fee Application.	0.10	50.00
	AIS	202	Obtain and review Notice of Joinder in Objection to Petters Aviation claim and printing out the same.	0.20	100.00
08/18/10	LOG	104	Review and analyze docket for status of solicitation package and ballot deadline; telephone conference with Steven Levesque regarding issues of two sets of ballots.	0.60	195.00
	RTK	202	Attention to Sun Country Airlines Motion to Lease Aircraft; attention to Sun Country Airlines Motion regarding assumption of executive contracts; attention to estimation motions in Elite Landings and Petters Aviation cases.	1.70	782.00
08/19/10	LOG	104	Calendar hearing for Interim Fee Application for Debtor's counsel.	0.20	65.00
	LOG	202	Review and analyze motion by Asset Based Resource Group, LLC to estimate (unsecured deficiency) claim of Sun Minnesota Foreign Holdings, LLC and Sun Minnesota Domestic Holdings, LLC for purposes of voting on and distributions under the Debtors' joint plan of liquidation and calendar hearing date and response deadline.	0.40	130.00
	LOG	101	Review various motions and Fee Application hearings and calendar hearing dates and response deadlines to same.	0.50	162.50
	LOG	103	Continue revisions to Sixth Amended Fee Application.	1.00	325.00
	RTK	202	Attention to LOC term sheet and related e-mails; attention to docket.	1.40	644.00

Date	Tkpr	Task		Hours	Value
	RTK	102	Telephone conference with Daniel Harrow regarding strategy and status.	0.40	184.00
	AM	103	Review and revise Amended Sixth Interim Fee Application; review invoices; telephone conference with Bankruptcy Court regarding hearing dates for Amended Fee Application and Application of Daniel Harrow.	2.50	475.00
08/20/10	RTK	202	Attention to Elite Landings Motion to Extend Financing.	0.40	184.00
	RTK	102	Attention to strategy; telephone conference with Daniel Harrow regarding same.	0.70	322.00
08/23/10	LOG	103	Review and revise Sixth Amended Fee Application to include fees and expenses through July 21, 2010.	1.90	617.50
	RTK	106	Attention to status and strategy; telephone conference with Daniel Harrow regarding strategy and status.	1.00	460.00
	RTK	106	Exchange e-mails with clients.	0.30	138.00
08/24/10	EHC	206	Review and revise Memorandum in Support of Objection to Conversion Motion.	0.20	54.00
	LOG	104	Confirm whether objections were filed to motion seeking order to continue employment of Committee's Financial Consultant and whether hearing will go by default.	0.10	32.50
	LOG	103	Confirm deadline to file and serve Sixth Amended Fee Application.	0.10	32.50
	LOG	102	Prepare summary of upcoming filing deadlines and hearings and outline summary of strategy for responding to same.	0.70	227.50

Date	Tkpr	Task		Hours	Value
	LOG	104	Review and analyze motion of Elite Landings for expedited relief and for order authorizing debtor to use property outside of the ordinary course of business by extending post-confirmation financing to Minnesota Airlines and calendar hearing date and response deadline for same.	0.60	195.00
	RTK	101	Exchange e-mails with Steven Levesque.	0.30	138.00
	RTK	102	Develop strategy with Daniel Harrow.	0.60	276.00
	RTK	106	Telephone conference with Committee of Unsecured Creditors regarding strategy.	0.50	230.00
	RTK	104	Attention to hearing on Daniel Harrow's employment extension.	0.20	92.00
	RTK	202	Attention to amended hearing on claim objections.	0.30	138.00
	RTK	102	Attention to strategy for upcoming hearings on conference call in Petters Aviation and Sun Country Airlines.	1.40	644.00
	AM	103	Review bankruptcy docket for objection to Motion to Extend Time of the Engagement of Financial Consultant D.W. Harrow & Associates; telephone conference with Carrie Nordstrom regarding default on same; prepare September 1 hearing notebook.	2.00	380.00
08/25/10	LOG	104	Review Order approving Motion Continuing Employment of Committee's Financial Consultant and send copy of Order to Daniel Harrow.	0.30	97.50

Date	Tkpr	Task		Hours	Value
	LOG	103	Revise Amended Sixth Fee Application to include additional data.	0.40	130.00
	RTK	106	Attention to e-mails with Committee of Unsecured Creditors Chair.	0.60	276.00
	RTK	202	Attention to Order regarding Sun Country Airlines aircraft lease.	0.30	138.00
	RTK	104	Attention to Daniel Harrow's Employment Extension Order.	0.20	92.00
	AIS	202	Review draft Fee Application and verify information.	0.50	250.00
08/26/10	EHC	206	Review and revise Memorandum in Support of Objection to Conversion Motion; office conference regarding objection to conversion motion and related deadlines.	0.20	54.00
	LOG	102	Conference regarding strategy for possible objection to Debtor's confirmation hearing and related issues.	0.20	65.00
	LOG	104	Review Notice of Deposition of Jay Salmen by Whitebox and calendar same.	0.30	97.50
	RTK	202	Attention to joinder by Debtors in Acorn's Estimation Motion; attention to Deposition Notice for Jay Salmen; review Motion regarding lending; develop Objection to Motion.	1.50	690.00
	RTK	102	Attention to strategy; plan analysis.	1.80	828.00
	AM	103	Update September 1 hearing notebook with new pleadings.	0.40	76.00
08/27/10	EHC	206	Review and revise Brief in Opposition to Conversion Motion.	0.60	162.00
	RTK	108	Telephone conference with James Rubenstein regarding status.	0.20	92.00

Date	Tkpr	Task		Hours	Value
	RTK	202	Attention to settlement term sheet with Acorn; attention to plan comments from Acorn; attention to Whitebox Objection to Estimation Motion; attention to claim withdrawals.	2.70	1,242.00
	AM	103	Update notebook with new pleadings.	0.10	19.00
	AIS	202	Review and sign Fee Application.	0.10	50.00
08/30/10	EHC	206	Review and analyze pleadings, documents and correspondence relevant to Committee's Objection to the Sun Entities' Motion to Convert; continue preparation of Committee's Objection to the Sun Entities' Motion to Convert.	1.60	432.00
	RTK	108	Telephone conference with James Rubenstein regarding status and plan objections.	0.40	184.00
	RTK	202	Attention to Whitebox term sheet; attention to deposition date for Jay Salmen; attention to claims objection filed by Whitebox.	1.10	506.00
	RTK	102	Develop analysis and strategy.	0.80	368.00
	AM	103	Review objections for September 1 hearing; retrieve pleadings and update hearing notebook.	0.20	38.00
08/31/10	EHC	206	Prepare and revise Objection to the Sun Entities' Motion to Convert; research and analyze case law and other authority relevant to Objection to the Sun Entities' Motion to Convert; office conference regarding arguments opposing conversion and related issues.	5.60	1,512.00

Date	Tkpr	Task		Hours	Value
	EHC	304	Office conference regarding bases for objecting to Debtor's plan of liquidation; research and analyze case law and other authority relevant to possible objection.	0.30	81.00
	EHC	202	Office conference regarding bases for Objecting to Debtor's Motion to Approve Financing; research and analyze case law and other authority relevant to possible objection.	0.30	81.00
	RTK	202	Review Estimation Motion and Objections; attention to settlement meetings with Whitebox and Acorn.	1.00	460.00
	RTK	102	Attention to strategy and status for confirmation.	0.80	368.00

TIMEKEEPER TIME SUMMARY:

Timekeeper	Title	Hours		Rate		Value
Allen I. Saeks	Senior Counsel	2.10	at	500.00	=	1,050.00
Robert T. Kugler	Shareholder	41.20	at	460.00	=	18,952.00
Lara O. Glaesman	Associate	16.60	at	325.00	=	5,395.00
Edwin H. Caldie	Associate	9.00	at	270.00	=	2,430.00
Adine S. Momoh	Associate	0.20	at	225.00	=	45.00
Aong Moua	Paralegal	12.50	at	190.00	=	2,375.00

TOTAL FOR PROFESSIONAL SERVICES 30,247.00

TASK SUMMARY

101	1.30	550.50
102	11.00	4,938.50
103	20.20	4,972.00
104	11.30	4,334.00
106	3.10	1,426.00
108	1.90	874.00
202	18.50	8,449.50
204	0.20	45.00
206	8.40	2,268.00
302	3.90	1,794.00

303	1.50	514.50
304	0.30	81.00

OTHER EXPENSES:

		Quantity	Rate	Amount
08/25/10	Document Tabs	4	0.35	1.40
08/11/10	Photocopies	88	0.20	17.60
08/11/10	Photocopies	126	0.20	25.20
08/12/10	Photocopies	14	0.20	2.80
08/12/10	Photocopies	10	0.20	2.00
08/12/10	Photocopies	8	0.20	1.60
08/12/10	Photocopies	5	0.20	1.00
08/12/10	Photocopies	19	0.20	3.80
08/12/10	Photocopies	19	0.20	3.80
08/24/10	Photocopies	137	0.20	27.40
08/11/10	Photocopies	67	0.20	13.40
08/27/10	Photocopies	210	0.20	42.00
08/30/10	Photocopies	12	0.20	2.40
08/30/10	Photocopies	5	0.20	1.00

TOTAL FOR OTHER EXPENSES 145.40

TOTAL AMOUNT OF THIS INVOICE **$30,392.40**

Law Office
LEONARD, STREET AND DEINARD
Professional Association
Suite 2300
150 South Fifth Street
Minneapolis, Minnesota 55402

CONFIDENTIAL

Committee of Unsecured Creditors of Petters Aviation, LLC	Invoice Number 479194
Attention: Steven Levesque	Invoice Date 10/14/10
	Matter Number 65375.00001

THIS INVOICE IS PAYABLE UPON RECEIPT

For professional services rendered through September 30, 2010 in connection with Petters Aviation, LLC - bankruptcy:

Date	Tkpr	Task		Hours	Value
09/01/10	EHC	202	Research and analyze case law and other authority relevant to Objection to the Sun Entities' Motion to Convert; draft and revise Objection to the Sun Entities' Motion to Convert.	4.10	1,107.00
	EHC	304	Research and analyze case law and other authority relevant to Objection to Plan Confirmation; draft and revise Objection to Plan Confirmation; office conference regarding issues relevant to Objection to Plan Confirmation.	6.10	1,647.00
	EHC	203	Research and analyze case law and other authority relevant to Objection to Elite Landings' Motion for Post-Confirmation Financing; office conference regarding related issues.	1.30	351.00
	RTK	202	Attention to miscellaneous hearings; attention to court orders.	1.00	460.00
	RTK	104	Attention to application for compensation.	0.30	138.00
	AIS	101	Obtain briefing regarding hearings and current issues.	0.50	250.00

Date	Tkpr	Task		Hours	Value
09/02/10	EHC	304	Research and analyze case law and other authority relevant to Objection to Plan Confirmation; continue drafting and revising Objection to Plan Confirmation; office conference regarding related issues.	5.90	1,593.00
	EHC	206	Research and analyze case law and other authority relevant to Objection to the Sun Entities' Motion to Convert; draft and revise Objection to the Sun Entities' Motion to Convert; office conference regarding related issues.	3.60	972.00
	RTK	302	Attention to Objection to Sun Country Airlines plan; attention to Objection to Plan Confirmation in Petters Aviation; attention to Motion to Temporarily Allow Claims for Voting Purposes in Sun Country Airlines.	1.50	690.00
	RTK	202	Attention to adversary Complaint in Sun Country Airlines by Committee of Unsecured Creditors v. Kohler; attention to Objection to Motion to Convert.	1.20	552.00
	RTK	108	Telephone conferences with James Rubenstein.	0.30	138.00
	AM	103	Review Objection to Debtor's Joint Plan of Liquidation dated April 6, 2010 and Objection to the Sun Entities' Motion to Convert Chapter 11 Case; draft Certificates of Services for same.	0.80	152.00
09/03/10	EHC	206	Finalize draft Objection to the Sun Entities' Motion to Convert; facilitate and oversee filing and service of same.	1.10	297.00

Date	Tkpr	Task		Hours	Value
	EHC	206	Research and analyze case law and other authority relevant to Objection to Elite Landings' Motion for Post-Confirmation Financing; draft and revise Objection to Elite Landings' Motion for Post-Confirmation Financing; facilitate and oversee filing of Objection to Elite Landings' Motion for Post-Confirmation Financing.	5.80	1,566.00
	EHC	304	Research and analyze case law and other authority relevant to Objection to Plan Confirmation; finalize Objection to Plan Confirmation, and facilitate and oversee filing of same.	1.60	432.00
	RTK	102	Attention to strategy for confirmation hearing.	0.60	276.00
	RTK	202	Attention to Objection to Motion to Convert; attention to Objection to Confirmation.	1.60	736.00
	RTK	202	Attention to Petters Aviation Objection to Motion to Convert; attention to expedited Motion to Temporarily Allow Claims for Confirmation; attention to Objection to Loan Motion; attention to Acorn Objection to Confirmation; attention to Objection by Acorn in Sun Country Airlines; attention to Objection by Tarrant County in Sun Country Airlines; attention to Objection by Whitebox in Sun Country Airlines; attention to Objection by Whitebox in Elite.	4.30	1,978.00
	RTK	109	Attention to correspondence with Whitebox.	0.30	138.00

Date	Tkpr	Task		Hours	Value
	AM	103	Review and revise Objection to Debtor's Joint Plan of Liquidation dated April 6, 2010; coordinate service for same; review and revise Objection to the Sun Entities' Motion to Convert Chapter 11 Case; coordinate service for same; review and revise Elite Landings Objection to the Debtor's Motion for Authority to Extend Post-Confirmation Financing to MN Airlines; coordinate service for same.	3.50	665.00
	AIS	101	Exchange e-mail messages regarding upcoming hearings; obtain Objections to Confirmation of Plan and Motions to Convert to Chapter 7 from Chapter 11.	0.30	150.00
09/07/10	EHC	206	Review and analyze relevant filings by other parties in interest; prepare exhibits to objection and facilitate and oversee filing of same.	0.60	162.00
	RTK	108	Attention to e-mail correspondence with James Rubenstein regarding status and settlement.	0.40	184.00
	RTK	102	Attention to confirmation strategy.	1.30	598.00
	RTK	202	Attention to withdrawal of claim objections by the Committee of Unsecured Creditors in Sun Country Airlines.	0.30	138.00
	RTK	202	Attention to Whitebox Objection to Motion to Temporarily Allow Claims; attention to Whitebox Objection to Conversion Motion; attention to Jay Salmen Affidavit; attention to Sun Country Airlines response regarding temporarily allowance of claims.	1.30	598.00

Date	Tkpr	Task		Hours	Value
	RTK	106	Telephone conferences with Committee of Unsecured Creditors regarding strategy and status.	0.50	230.00
	AM	103	Review Exhibit 1 to Objection of the Official Committee of Unsecured Creditors to the Sun Entities' Motion to Convert Chapter 11 Case and e-file exhibit.	0.60	114.00
09/08/10	EHC	203	Review and analyze filings by other parties in interest regarding Elite Landings loan to Sun Country Airlines; office conference regarding hearing strategy and outcome of hearings.	0.30	81.00
	LOG	104	Review and analyze claims registers and ballots for Elite Landing and Petters Aviation and compare to draft report of ballot tabulation; telephone conference with Debtors' counsel regarding same.	4.20	1,365.00
	RTK	102	Telephone conferences with Daniel Harrow and Steven Levesque regarding strategy and status.	1.10	506.00
	RTK	202	Attention to Sun Country Airlines's Committee of Unsecured Creditors Response to Whitebox Objections to Motions and Confirmation.	0.40	184.00
	RTK	108	Attention to e-mails with James Rubenstein regarding loan motion.	0.40	184.00
	RTK	202	Attention to Jay Salmen deposition transcript; attention to ballot tabulation.	0.70	322.00
	RTK	301	Attention to revised Petters Aviation plan.	1.00	460.00
	RTK	202	Attention to Motions of Whitebox Objection to Claims of Petters entities.	0.80	368.00

Date	Tkpr	Task		Hours	Value
	ASM	204	Attend hearing regarding temporary allowance of claim; prepare memorandum regarding same.	3.50	787.50
09/09/10	LOG	304	Telephone conference with office of Debtors' counsel regarding final revisions to report of ballot tabulation and approval for filing of same; conference regarding status of negotiations with Debtor's counsel and Acorn's counsel regarding plan confirmation issues and confirmation hearing; prepare for confirmation hearing.	2.20	715.00
	LOG	206	Prepare for hearing regarding Whitebox's Motion to Convert case.	1.50	487.50
	RTK	202	Attention to ballot tabulation; attention to Order allowing claims for voting purposes in Sun Country Airlines; attention to Motion for Protective Order in Sun Country Airlines.	0.80	368.00
	RTK	102	Attention to strategy for confirmation hearing and related motions.	1.00	460.00
	RTK	301	Attention to motions regarding modified plan in Sun Country Airlines.	0.40	184.00
	RTK	304	Attention to response by Receiver to confirmation in Sun Country Airlines.	0.30	138.00
	AM	103	Prepare and organize hearing notebook for September 10 hearings; prepare index; review Judge Kressel's calendar to confirm hearings; retrieve pleadings from bankruptcy case; retrieve cases from Westlaw for same.	4.30	817.00

Date	Tkpr	Task		Hours	Value
09/10/10	EHC	206	Prepare for and participate in hearing on Motion to Convert; negotiate extension of hearing date on Motion to Convert.	2.10	567.00
	EHC	304	Prepare for and participate in hearing on plan confirmation; negotiate extension of hearing on plan confirmation.	2.10	567.00
	LOG	304	Prepare for and attend plan confirmation hearings for Petters Aviation, Elite Landing, and Sun Country Airlines; telephone conference with Court and other counsel regarding availability for continued hearing date and calendar same.	3.10	1,007.50
	LOG	104	Prepare for and attend hearing regarding Whitebox's Motion to Convert Petters Aviation and Elite Landings cases; telephone conference with Court and other counsel regarding availability for continued hearing date and calendar same.	3.10	1,007.50
	RTK	301	Attention to Amended Plan in Sun Country Airlines.	0.30	138.00
	RTK	304	Attention to confirmation hearing in Sun Country Airlines.	0.50	230.00
	RTK	202	Attention to confirmation hearing in Petters Aviation.	0.50	230.00
	RTK	102	Attention to strategy regarding confirmation.	0.80	368.00
	AIS	202	Review various Court Orders and e-filings.	0.20	100.00
	AIS	101	Get update on hearing before Judge Kressel confirming Sun Country Airlines Plan.	0.10	50.00

Date	Tkpr	Task		Hours	Value
09/14/10	LOG	101	Review Debtor's monthly operating report.	0.20	65.00
	LOG	202	Review Debtor's Notice of Withdrawal of Motion to Authorize Debtor to use property outside the ordinary course of business by extending post-confirmation financing to Sun Country Airlines.	0.10	32.50
	LOG	304	Review Notice of Continued Confirmation Hearing.	0.10	32.50
	LOG	206	Review Notice of Continued Hearing of Motion to Convert filed by Sun Minnesota Foreign Holdings, LLC, Sun Minnesota Domestic Holdings, LLC and Sun Credit, LLC.	0.10	32.50
	RTK	202	Attention to withdrawal of loan motion; attention to operating reports in Petters Aviation/Elite; attention to continuance of conversion motion.	0.80	368.00
	RTK	304	Attention to continued confirmation hearing in Petters Aviation.	0.20	92.00
09/15/10	LOG	304	Conference regarding Sun Country Airlines confirmation hearing and status of Petters Aviation confirmation hearing and related issues and strategy.	0.30	97.50
09/16/10	RTK	108	Telephone conferences with James Rubenstein regarding status and meeting.	0.40	184.00
	RTK	202	Attention to appeal of Sun Country Airlines confirmation order.	0.30	138.00
09/17/10	RTK	202	Attention to Motion for Stay in Sun Country Airlines.	0.30	138.00
	RTK	102	Attention to status.	0.50	230.00
	AIS	101	Note Electronic Case Filings.	0.20	100.00
09/18/10	AIS	101	Review Electronic Case Filings.	0.20	100.00

Date	Tkpr	Task		Hours	Value
09/19/10	RTK	108	Attention to e-mails with James Rubenstein.	0.40	184.00
	RTK	102	Attention to conference strategy.	0.60	276.00
09/20/10	LOG	103	Office conference regarding whether or not hearing on Leonard, Street and Deinard's Sixth Amended Interim Fee Application will go by default.	0.10	32.50
	RTK	202	Attention to Motion to Stay pending appeal in Sun Country Airlines.	0.30	138.00
	RTK	102	Attention to conference strategy; telephone conference with Daniel Harrow regarding same.	0.40	184.00
	AM	103	Review Judge Kressel's calendar; prepare notebook for September 22 hearing on Leonard, Street and Deinard's Amended Sixth Interim Application for the Allowance and Payment of Compensation, reimbursement of expenses and related relief; review bankruptcy dockets for any objections.	0.90	171.00
	AIS	101	Review Orders and notice Electronic Case Filings.	0.20	100.00
09/21/10	RTK	104	Attention to Hearing on fee application and related e-mails.	0.30	138.00
	RTK	202	Attention to Notice of Continued Hearing on the Sun Country Airlines Committee of Unsecured Creditors claim objection; attention to Acorn Motions to Convert; review Acorn position.	1.10	506.00
	RTK	102	Attention to conference strategy; telephone conference with Daniel Harrow regarding status.	0.70	322.00
	AIS	101	Review Acorn Motion to Convert Chapter 11 to Chapter 7.	0.20	100.00

Date	Tkpr	Task		Hours	Value
09/22/10	LOG	103	Review and analyze Acorn's Motion to Convert Petters Aviation and Elite Landings Chapter 11 cases and examine strategy for responding to same; calendar hearing date and response deadline to same.	0.60	195.00
	RTK	202	Attention to Sun Country Airlines Committee of Unsecured Creditors Objection to Motion for Stay; attention to Sun Country Airlines Receiver's Objection to Motion for Stay; attention to Petters Aviation and Elite Opposition to Motion for Stay.	0.90	414.00
	RTK	202	Attention to Sun Country Airlines Opposition to Motion for Stay.	0.30	138.00
09/23/10	RTK	202	Attention to Order regarding Stay Pending Appeal in Sun Country Airlines; attention to status of negotiations with Acorn.	0.50	230.00
09/24/10	AIS	101	Review Electronic Filings.	0.10	50.00
09/27/10	AM	103	Scan and save Leonard, Street and Deinard's Amended Sixth Interim Fee Application to system.	0.10	19.00
09/28/10	RTK	102	Telephone conference with Daniel Harrow regarding strategy and status.	0.40	184.00
	RTK	108	Attention to e-mail from James Rubenstein.	0.40	184.00
	RTK	202	Attention to Order regarding stay from BAP; attention to Acorn settlement strategy.	0.60	276.00
09/29/10	RTK	108	Prepare for and participate in conference call with Debtor regarding status.	1.10	506.00

Date	Tkpr	Task		Hours	Value
	RTK	106	Prepare e-mail correspondence to Committee of Unsecured Creditors regarding status.	0.40	184.00
	RTK	102	Attention to strategy.	0.40	184.00
09/30/10	RTK	202	Attention to settlement with Acorn and related e-mails; attention to appeal of Sun Country Airlines confirmation order.	1.10	506.00

TIMEKEEPER TIME SUMMARY:

Timekeeper	Title	Hours		Rate		Value
Allen I. Saeks	Senior Counsel	2.00	at	500.00	=	1,000.00
Robert T. Kugler	Shareholder	36.30	at	460.00	=	16,698.00
Lara O. Glaesman	Associate	15.60	at	325.00	=	5,070.00
Edwin H. Caldie	Associate	34.60	at	270.00	=	9,342.00
Adine S. Momoh	Associate	3.50	at	225.00	=	787.50
Aong Moua	Paralegal	10.20	at	190.00	=	1,938.00

TOTAL FOR PROFESSIONAL SERVICES 34,835.50

TASK SUMMARY

101	2.00	965.00
102	7.80	3,588.00
103	10.90	2,165.50
104	7.90	2,648.50
106	0.90	414.00
108	3.40	1,564.00
109	0.30	138.00
202	23.50	10,025.50
203	1.60	432.00
204	3.50	787.50
206	14.80	4,084.00
301	1.70	782.00
302	1.50	690.00
304	22.40	6,551.50

OTHER EXPENSES:

		Quantity	Rate	Amount
08/31/10	Computer-Assisted Research	1	54.82	54.82
09/01/10	Computer-Assisted Research	1	909.43	909.43
09/02/10	Computer-Assisted Research	1	577.17	577.17
09/09/10	Computer-Assisted Research	1	127.00	127.00
09/03/10	Computer-Assisted Research	1	325.58	325.58
09/22/10	Document Tabs	2	0.35	0.70
09/22/10	Document Tabs	30	0.35	10.50
09/03/10	Photocopying Photocopies	126	0.20	25.20
09/03/10	Photocopying Photocopies	84	0.20	16.80
09/03/10	Photocopying Photocopies	63	0.20	12.60

TOTAL FOR OTHER EXPENSES 2,059.80

TOTAL AMOUNT OF THIS INVOICE **$36,895.30**

Law Office
LEONARD, STREET AND DEINARD
Professional Association
Suite 2300
150 South Fifth Street
Minneapolis, Minnesota 55402

CONFIDENTIAL

Committee of Unsecured Creditors of Petters Aviation, LLC
Attention: Steven Levesque

Invoice Number	481558
Invoice Date	11/08/10
Matter Number	65375.00001

THIS INVOICE IS PAYABLE UPON RECEIPT

For professional services rendered through October 31, 2010 in connection with Petters Aviation, LLC - bankruptcy:

Date	Tkpr	Task		Hours	Value
10/01/10	EHC	206	Analyze Motion to Convert filed by Acorn.	0.40	108.00
	LOG	206	Follow-up on whether the Committee wants to file a response to Acorn's Motion to Convert.	0.20	65.00
	RTK	202	Review Acorn Motion to Convert and Committee response.	1.40	644.00
10/03/10	EHC	206	Review second Motion to Convert and analyze same in light of unsecured creditors' interests.	0.40	108.00
10/04/10	RTK	108	Review status of Acorn and Whitebox; exchange e-mails with James Rubenstein regarding same.	0.70	322.00
10/06/10	EHC	206	Office conference regarding objection to ABRG's Motion to Convert; review and analyze research regarding Objections to Motions to Convert; prepare and revise Objection to ABRG's Motion to Convert from Chapter 11 to Chapter 7.	4.50	1,215.00
	RTK	202	Attention to continued hearings.	0.20	92.00

Date	Tkpr	Task		Hours	Value
	AIS	202	Review electronic filings (from Greece).	0.20	100.00
10/07/10	EHC	206	Review and revise Objection to ABRG's Motion to Convert; facilitate and oversee filing of Objection.	1.60	432.00
	LOG	206	Review and revise Response to Acorn's Motion to Convert.	0.20	65.00
	RTK	202	Review Objection to Motion to Convert; review Debtor's Plan and Disclosure Statement.	0.60	276.00
	RTK	107	Telephone conference with Acorn regarding Plan and Disclosure Statement.	0.40	184.00
	RTK	303	Review Acorn's Plan and Disclosure Statement; review Debtor's Plan and Disclosure Statement.	1.60	736.00
	AM	103	Prepare Certificate of Service; e-file Objection of the Official Committee of Unsecured Creditors to the Debtor's Joint Plan; coordinate service for same.	1.50	285.00
10/08/10	EHC	206	Review and analyze Objection to Convert filed by receiver, Douglas Kelley; review and organize documents regarding Motions to Convert filed by the Sun Entities and ABRG; facilitate and oversee preparation of a hearing binder; review and analyze Plan and Disclosure Statement filed by Acorn; telephone conference with Debtor's attorney regarding Amended Plan of Reorganization; review and analyze Amended Plan of Reorganization filed by Debtor.	2.40	648.00

Date	Tkpr	Task		Hours	Value
	LOG	103	Telephone conference with Debtor's counsel regarding amended modified Plan; review same for impact on unsecured creditors.	0.60	195.00
	RTK	303	Review Acorn's Plan and Disclosure Statement.	2.00	920.00
	RTK	202	Review Acorn's claim objections.	0.60	276.00
10/11/10	EHC	304	Analyze issues regarding amendments to Plan; telephone conferences with Debtor's counsel regarding same.	0.60	162.00
	AIS	202	Review Douglas Kelly Motion urging dismissal rather than conversion to Chapter 7; review Motion to Convert or Dismiss and Responses to the same; analysis of ramifications of Motion; consultation regarding approaches to Motion to Convert or Dismiss.	1.40	700.00
	AIS	101	Consultation regarding modification of time for Motion to Convert or Dismiss and related current issues and handling of the same.	0.50	250.00
10/12/10	EHC	206	Prepare for Hearing on Motions to Convert or Dismiss filed by Acorn and the Sun Entities; telephone conference with Debtor's counsel regarding negotiations with movants and related issues.	2.20	594.00
	LOG	303	Telephone conference with Debtor's attorney regarding Debtor's Plan and Acorn's competing Plan and status of communications with Debtor and Acorn regarding terms for potential consensual Plan.	0.10	32.50

Date	Tkpr	Task		Hours	Value
	LOG	206	Telephone conference with Debtor's attorney regarding Acorn's withdrawal of its Motion to Convert and Whitebox's continuance of its Motion to Convert; review Notice of Continued Hearing and calendar new hearing date on Whitebox's Motion.	0.40	130.00
	AM	103	Prepare hearing notebook for Petters Aviation and Elite Landings.	1.80	342.00
10/13/10	LOG	103	Examine timeline for scheduling hearing and deadline to file Seventh Fee Application.	0.50	162.50
	AIS	101	Exchange e-mail messages regarding approval of quarterly compensation.	0.10	50.00
10/15/10	RTK	202	Attention to settlement with Whitebox.	0.80	368.00
10/18/10	EHC	206	Review plan-related filings and analyze same in light of Committee's interests.	0.20	54.00
	RTK	108	Review e-mail from James Rubenstein.	0.30	138.00
	RTK	102	Review status.	0.80	368.00
	AM	103	Review Order and Notice for Hearing on Disclosure Statement for Elite Landings and Petters Aviation; calendar hearing and deadlines dates.	0.20	38.00
10/19/10	RTK	202	Review Stipulation in Sun Country Airlines between Debtor and Committee of Unsecured Creditors.	0.30	138.00
	RTK	108	Review settlement analysis from James Rubenstein.	0.50	230.00
	RTK	102	Telephone conference with Daniel Harrow regarding settlement from James Rubenstein and Stipulation in Sun Country Airlines between Debtor and Committee of Unsecured Creditors.	0.30	138.00

Date	Tkpr	Task		Hours	Value
10/21/10	RTK	202	Review Sun Country Airlines Notice of Withdrawal of Motion for Order for implementation of Plan.	0.20	92.00
	RTK	102	Review strategy and status; telephone conference with Daniel Harrow regarding strategy and status.	0.90	414.00
10/22/10	RTK	202	Review Settlement Agreement with Whitebox; review Motion regarding Whitebox settlement.	1.50	690.00
10/24/10	AIS	202	Review Pretrial Conference Order.	0.10	50.00
10/26/10	RTK	202	Review miscellaneous filing in Sun Country Airlines.	0.50	230.00
10/27/10	RTK	202	Review Settlement Agreement and Motion.	0.90	414.00
	RTK	106	Conference call with Committee regarding settlement.	0.50	230.00
	RTK	102	Telephone conferences with Daniel Harrow regarding settlement.	0.60	276.00
10/28/10	RTK	102	Review strategy and status; telephone conference with Daniel Harrow regarding strategy.	1.30	598.00
	RTK	106	Exchange e-mails with Committee of Unsecured Creditors.	0.30	138.00
10/29/10	RTK	108	Review James Rubenstein's e-mail message; telephone conference with James Rubenstein regarding Plan and Acorn settlement.	0.50	230.00
	RTK	102	Review bankruptcy strategy; telephone conference with Daniel Harrow regarding strategy; review Daniel Harrow's e-mail message.	1.10	506.00

TIMEKEEPER TIME SUMMARY:

Timekeeper	Title	Hours		Rate		Value
Allen I. Saeks	Senior Counsel	2.30	at	500.00	=	1,150.00

Timekeeper	Title	Hours		Rate		Value
Robert T. Kugler	Shareholder	18.80	at	460.00	=	8,648.00
Lara O. Glaesman	Associate	2.00	at	325.00	=	650.00
Edwin H. Caldie	Associate	12.30	at	270.00	=	3,321.00
Aong Moua	Paralegal	3.50	at	190.00	=	665.00

TOTAL FOR PROFESSIONAL SERVICES 14,434.00

TASK SUMMARY

101	0.60	300.00
102	5.00	2,300.00
103	4.60	1,022.50
106	0.80	368.00
107	0.40	184.00
108	2.00	920.00
202	8.70	4,070.00
206	12.50	3,419.00
303	3.70	1,688.50
304	0.60	162.00

OTHER EXPENSES:

		Quantity	Rate	Amount
10/06/10	Document Tabs	10	0.35	3.50
10/19/10	Document Tabs	10	0.35	3.50

TOTAL FOR OTHER EXPENSES 7.00

TOTAL AMOUNT OF THIS INVOICE $14,441.00

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Aviation, LLC,

Debtor.

Case No. BKY 08-45136
Chapter 11

CERTIFICATE OF SERVICE

Aong Moua, employed by Leonard, Street and Deinard Professional Association, with an office address of 150 South Fifth Street, Suite 2300, Minneapolis, Minnesota 55402, declares under penalty of perjury that on December 7, 2010, I caused the following documents:

1. Notice of Hearing and Seventh Interim Application of Leonard, Street and Deinard Professional Association, Counsel to the Official Committee of Unsecured Creditors, for the Allowance and Payment of Compensation, the Reimbursement of Expenses and Related Relief; and

2. Proposed Order Approving Seventh Interim Application of Leonard, Street and Deinard Professional Association, Counsel to the Official Committee of Unsecured Creditors, for the Allowance and Payment of Compensation, the Reimbursement of Expenses and Related Relief

to be filed electronically with the Clerk of Bankruptcy Court through ECF, and that the entities listed on the attached Service List have been served with a copy of said documents through notification by ECF or, if the recipient is not an ECF recipient, then by First Class Mail.

Dated: December 7, 2010

/e/ Aong Moua
Aong Moua

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Aviation, LLC,

Debtor.

Case No. BKY 08-45136
Chapter 11

SERVICE LIST

Parties who currently receive e-mail notice/service for the above-referenced matter:

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Thomas Lallier; ECF_Notices@foleymansfield.com
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Parties who currently are not on the list to receive e-mail and who will receive a copy by First

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Aviation, LLC,

Debtor.

Case No. BKY 08-45136
Chapter 11

ORDER APPROVING SEVENTH INTERIM APPLICATION OF LEONARD, STREET AND DEINARD PROFESSIONAL ASSOCIATION, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE ALLOWANCE AND PAYMENT OF COMPENSATION, THE REIMBURSEMENT OF EXPENSES AND RELATED RELIEF

This case is before the court on the application of Leonard, Street and Deinard Professional Association for the allowance and payment of **$79,516.50** in interim compensation for **222.70 hours** of professional services and **$2,212.20** for costs incurred incidental to those services performed during the period of **August 1, 2010 through October 31, 2010**; due and proper notice of the application having been provided;

IT IS ORDERED:

1. Leonard, Street and Deinard Professional Association is allowed **$79,516.50** in interim compensation for the application period of **August 1, 2010** through **October 31, 2010**.

2. Leonard, Street and Deinard Professional Association is allowed **$2,212.20** in expense reimbursement for the application period of **August 1, 2010** through **October 31, 2010**.

3. The Debtor is authorized and directed to pay Leonard, Street and Deinard Professional Association the balance due after credit for payments received by Leonard, Street

and Deinard Professional Association pursuant to the monthly statements under the retention order.

4. Other and further notice of the hearing on the seventh interim fee application is excused for cause shown.

Dated:

____
Robert J. Kressel
United States Bankruptcy Court Judge